

Attachment B - Certificate of Incorporation and Certificate of Authority

See Attached

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TALKNOW, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 2000, AT 3 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "WEBTOTEL ACQUISITION CORP." TO "NEXBELL COMMUNICATIONS, INC.", FILED THE SEVENTEENTH DAY OF AUGUST, A.D. 2000, AT 2:45 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "NEXBELL COMMUNICATIONS, INC." TO "TALKNOW, INC.", FILED THE TWELFTH DAY OF SEPTEMBER, A.D. 2001, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3265479 8100H

AUTHENTICATION: 1339206

010452048

DATE: 09-12-01

**CERTIFICATE OF INCORPORATION  
OF  
WEBTOTEL ACQUISITION CORP.**

- 1) The name of the corporation is WebToTel Acquisition Corp. (the "Corporation").
- 2) The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.
- 3) The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
- 4) The aggregate number of shares which the Corporation shall have authority to issue shall be 1,000 shares of Common Stock, par value \$.001 per share.


- 5) The name and mailing of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Daniel Y. Gielchinsky	Wollmuth Maher & Deutsch 500 Fifth Avenue Suite 1200 New York, New York 10110

6) No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

7) From time to time any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article Seven.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinbefore named executes, signs and acknowledges this Certificate of Incorporation, this 26th day of July, 2000 and affirms the statements contained herein as true under penalty of perjury.



\_\_\_\_\_  
Name: Daniel Y. Gielchinsky  
Sole Incorporator

**ARTICLES OF MERGER OF  
NEXBELL COMMUNICATIONS, INC.  
WITH WEBTOTEL ACQUISITION CORP.**

The undersigned domestic corporations do hereby execute the following Articles of Merger, dated this 17<sup>th</sup> day of August, 2000, pursuant to Section 251 of the Delaware General Corporation Law ("DGCL") for the purpose of merging Nexbell Communications, Inc. with and into WebToTel Acquisition Corp.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Nexbell Communications, Inc.	Delaware
WebToTel Acquisition Corp.	Delaware

2. The Agreement and Plan of Merger of Nexbell Communications, Inc. and WebToTel Acquisition Corp. (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL.

3. The name which the surviving corporation shall have after the merger is "WebToTel Acquisition Corp."

4. The Certificate of Incorporation of the surviving corporation in effect immediately prior to the effective date of the merger shall be the Certificate of Incorporation of the surviving corporation until amended in accordance with applicable law, except that Article First of the Certificate of Incorporation shall be amended at the effective date of the merger to read as follows:

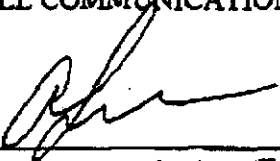
"FIRST: The name of the corporation (the "Corporation") is: Nexbell Communications, Inc."

5. The Agreement and Plan of Merger is on file at the offices of the surviving corporation, which is located at 280 Park Avenue, West Building, 28<sup>th</sup> floor, New York, New York 10017, and a copy thereof will be furnished, upon request and without cost, to any stockholder of any constituent corporation.

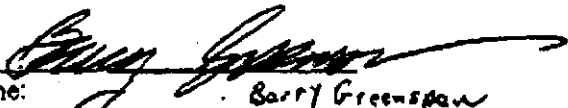
STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:45 PM 08/17/2000  
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IN WITNESS WHEREOF, these Articles of Merger have been signed by the President and Secretary of Nexbell Communications, Inc., and by the President and Secretary of WebToTel Acquisition Corp. each thereunto duly authorized, as of the 17<sup>th</sup> day of August, 2000.

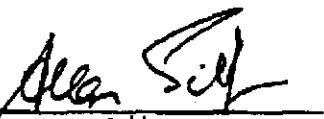
NEXBELL COMMUNICATIONS, INC.

By:   
Name: Andre Tenenrod  
Title: President

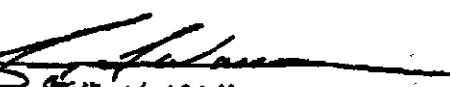
ATTEST:

By:   
Name: Barry Greenspan  
Title: Secretary

WEBTOTEL ACQUISITION CORP.

By:   
Name: Allan Silber  
Title: President

ATTEST:

By:   
Name: Gary Wasserman  
Title: Secretary

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

NEXBELL COMMUNICATIONS, INC.

NEXBELL COMMUNICATIONS, INC. (hereinafter called the "corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation NEXBELL COMMUNICATIONS, INC.
2. The certificate of incorporation of the corporation is hereby amended by striking out Article FIRST, thereof and by substituting in lieu of said Article the following new Article:

FIRST: The name of the corporation is:

TalkNow, Inc.

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Executed on this 12 day of September, 2001.

By: // Lance J.M. Steinhart, Esquire //  
Name: Lance J.M. Steinhart, Esquire  
Title: Authorized Representative of the Company